

**AGENDA**  
**CORPORATIONS COMMITTEE**

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California Secretary of State  
1500 11th Street, 3rd Floor  
Sacramento, CA 95814

Friday, March 7, 2008  
9:30 a.m. to 12:00 p.m.

**I. ADMINISTRATIVE MATTERS [10 MIN.]**

1. Opening remarks and announcements: Delfino/Mathews/Bogart
2. Approval of Minutes: Sostrin

**II. AGENCY AND LIAISONS' REPORTS [15 MIN.]**

1. Securities and Exchange Commission: Tyson
2. Department of Corporations: Monahan
3. Secretary of State: Vlaanderen
4. Office of Governmental Affairs: Bercovitch
5. BLS Committee liaison reports
  - ADR: Harmon
  - Cyberspace Law: Thompson
  - Financial Institutions: Occhiolini
  - Non-Profit Corporations: Hartlin
  - Partnerships and LLCs: Flanagan
  - UCC: Ortmeyer
  - Agribusiness: Wood
  - Insolvency: Serepca
  - Executive Committee: Bishop

**III. SUBCOMMITTEE REPORTS [90 MIN.]**

1. Legislation: Britt
  - ALP re: Code 1501 to facilitate e-proxies (SB 1409): Flanagan/Mathews
  - Potential ALP re: 301.5 and 25219 ("Name Change"): Hernand/Sorensen/Britt

- Potential ALP re: Close Corporations: Wood/Serepca/Harmon/Froch
  - Potential ALP re: Householding: Mathews/Britt
  - Corporation Regulation Clean-up Comment Letter: Britt/Hartlin/Gadol
  - SB 294 Subcommittee Report: Harmon/Occhiolini/Deibert/Hernand
  - Name Change Comment Letter: Britt/Sorensen/Hernand
  - AB 2944 Amendment to Section 309: Britt
  - SB 1550 Climate Change Disclosure Standards: Britt
  - SB 1337 Allowing Contractors to Form as LLC's: Britt
  - Legislation Update: Britt
2. Communications/Website: Deibert
    - Hummingbird Collaboration Site: Deibert
      - Organization of Materials
    - Website Subcommittee: Deibert/Wood/Harmon/Ortmeyer/Occhiolini
    - E-bulletin Topics: Deibert/Ortmeyer/Hernand
      - E-Proxy ALP: Flanagan
      - Comment Letters to Department of Corporations: Wood
      - S. 186 Comment Letter on Attorney-Client Privilege: Wood
      - Business Entity Names: Thompson/Mathews
      - Changes to Rule 144: Deibert
      - Reg D Amendments: Deibert
  3. Education/Publications: Dibble
    - Webinars
      - Legal Ethics Webinar -- May 14<sup>th</sup> 10-11am
      - Other Webinars
    - Annual Meeting Program Topics
    - Other Program Topics
    - BLN Article (due 3/31/08)
  4. Corporate Law Departments Report: Ortmeyer
  5. Litigation: Ortmeyer

#### **IV. ONGOING PROJECTS [30 MIN.]**

1. Section 2115 Project: Britt/Serepca/Flanagan/Deming
2. Business Entity Name Issues: Thompson/Mathews

3. Privilege Issues

- ABA Task Force on Attorney-Client Privilege: Froch
- Progress on S.186 and Rule 502: Wood
- Office of Rural Legal Assistance: Deibert

**V. NEW BUSINESS [5 MIN.]**